



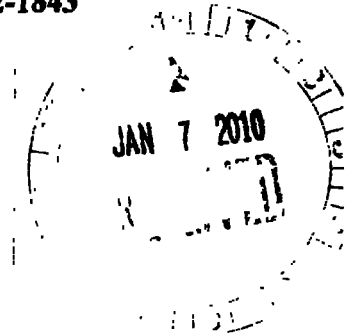
The Huntington National Bank
105 East Fourth Street, Suite 275
Cincinnati, OH 45202
513/762-5184; fax 513/762-1843

Surface Transportation Board
Office of Proceedings
395 E Street, SW
Washington, DC 20423-0001

RECORDATION NO. 28398 FILED

JAN 07 '10

4:10 PM



January 6, 2010

SURFACE TRANSPORTATION BOARD

Dear Surface Transportation Board,

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301 (a) is a copy of a Memorandum of Lease, dated as of <<Lease Date>>, a primary document as defined in the Board's Rules of Recordation of Documents.

The names and addresses of the parties to the enclosed document are:

Lessor: The Huntington National Bank
105 East Fourth Street, Suite 120
Cincinnati, OH 45202

Lessee: The Andersons, Inc.
480 Dussel Drive
Maumee, OH 43537

A description of the railroad equipment covered by the enclosed document is:
(77) Railcars which bare identifying marks as follows:

WLPX-35001-35044, 35046-35078
See attached Exhibit A for a detailed description of the Rail Cars

A short summary of the document to appear in the index is:

Memorandum of Lease

Memorandum of Assignment of Lease

Exhibit A



**The Huntington National Bank
105 East Fourth Street, Suite 275
Cincinnati, OH 45202
513/762-5184; fax 513/762-1843**

Also enclosed is a check in the amount of \$¹⁴¹~~95~~.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

If you have any questions, please do not hesitate to call.

Sincerely,

Todd A. Schemmel
Sales Coordinator
105 East Fourth Street
Suite 120 (CN01)
Cincinnati, OH 45202
Phone: 513-639-8342
Fax: 877-343-5676
Todd.Schemmel@Huntington.com

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MEMORANDUM OF LEASE

SURFACE TRANSPORTATION BOARD

- 1.) Pursuant to that certain Master Lease Agreement No. 73929 dated December 31, 2009 and the related Acceptance Certificate and Tax Lease Schedule No. 01 commencing on January 1, 2010 (collectively, the "Lease Agreement"), has leased to the Lessee the railroad cars identified on Exhibit A attached hereto and made a part hereof (the "Cars"). Said lease of the Cars is referred to hereinafter as the "Lease".
- 2.) The addresses of the parties are as follows:

Lessor: **The Huntington National Bank**
 Equipment Finance Division
 105 East Fourth Street
 Cincinnati, OH 45202

Lessee: **The Andersons, Inc.**
 480 Dussel Drive
 Maumee, Ohio 43537
- 3.) The term of the Lease is seventy-nine (79) months commencing on January 1, 2010 and will expired on August 01, 2016 unless otherwise extended or amended by the parties.
- 4.) The terms and provisions of the Lease are more particularly set forth in the Lease Agreement.
- 5.) This Memorandum of Lease may be executed in any number of counterparts, each of which is so executed shall be deemed to be an original, and such counterparts together shall constitute but one and the same document, which may be evidenced by any such signed counterpart.

IN WITNESS WHEREOF, the parties hereto have caused this Memorandum to be executed as of January 05, 2010

The Huntington National Bank

By: [Signature]
 Name: John R. Maurer
 Title: Senior Vice President

State of Ohio, County of Hamilton

On 1/5/2010 before me personally appeared John R. Maurer, to me personally know, who being by me duly sworn says that his is SENIOR VICE PRESIDENT of the Huntington National Bank, and that he executed the forgoing instrument on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the forgoing instrument was the free act and deed of said corporation.



ALYSSA M. SCOTT
 Notary Public, State of Ohio
 My Commission Expires 08-19-2013

[Signature]
 Notary Public
 My commission expires 8-19-2013

The Andersons, Inc.
 By: [Signature]
 Name: Nicholas C. Conrad
 Title: Vice President, Finance & Treasurer

State of Ohio, County of Lucas

On 12/31/09 before me personally appeared Nicholas C. Conrad, to me personally know, who being by my duly sworn says that he is Vice President, Finance & Treasurer of The Andersons, Inc. and that he executed the foregoing instrument on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the forgoing instrument was the free act and deed of said corporation.



[Signature]
 Notary Public
 My commission expires 02/01/2010



MEMORANDUM OF ASSIGNMENT OF LEASE AGREEMENT

- 1.) This MEMORANDUM OF ASSIGNMENT OF LEASE AGREEMENT ("Assignment") is made and entered effective as of December 31, 2009 by and between The Huntington National Bank ("Assignee") and The Andersons, Inc. ("Assignor").

WHEREAS, Greenbrier Leasing Company LLC, as "Original Lessor", and Westlake Polymers, LP, as "Original Lessee", have heretofore entered into that certain Equipment Lease Agreement dated July 1, 2005 ("Lease") pertaining to the rail cars described herein ("Equipment"). Evidence of the Lease has been recorded with the Surface Transportation Board pursuant to 49 U.S.C. § 11301 on June 5, 2006 and assigned Recordation Number 26377.

WHEREAS, Greenbrier Leasing Company LLC "Original Assignor", and The Andersons, Inc., as "Original Assignee", have heretofore entered into that certain Assignment and Assumption Agreement dated October 30, 2009 ("Greenbrier Assignment") pertaining to the Equipment. Evidence of the Greenbrier Assignment has been recorded with the Surface Transportation Board pursuant to 49 U.S.C. § 11301 on November 13, 2009 and assigned Recordation Number 26377-A.

WHEREAS, The Andersons, Inc. "Assignor", and The Huntington National Bank "Assignee", have heretofore entered into that certain Equipment Lease Agreement No. 73929 dated December 31, 2009 ("Lease") pertaining to the Equipment.

WHEREAS, Assignor and Assignee have entered into that certain Assignment of Leases and Subleases Non-Notification ("Assignment"), dated as of December 31, 2009, whereby the Assignor has agreed to assign to the Assignee and the Assignee has agreed to assume from the Assignor the Lease.

- 2.) The addresses of the parties are as follows:

Original Assignor **Greenbrier Leasing Company LLC**

Assignee: **The Huntington National Bank**
Equipment Finance Division
105 East Fourth Street
Cincinnati, OH 45202

Assignor: **The Andersons, Inc.**
480 Dussel Drive
Maumee, Ohio 43537

- 4.) The terms and provisions of the assignment are more particularly set forth in the Assignment.
- 5.) This Memorandum of Assignment may be executed in any number of counterparts, each of which is so executed shall be deemed to be an original, and such counterparts together shall constitute but one and the same document, which may be evidenced by any such signed counterpart.

See Page 2 for signatures Pages



IN WITNESS WHEREOF, the parties hereto have caused this Memorandum to be executed as of January 05, 2010.

The Huntington National Bank

By: [Signature]
Name: John R. Maurer
Title: Senior Vice President

State of Ohio, County of Hamilton

On 1-5-2010 before me personally appeared John R. MAURER, to me personally know, who being by me duly sworn says that his is SENIOR VICE PRESIDENT of the Huntington National Bank, and that he executed the forgoing instrument on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the forgoing instrument was the free act and deed of said corporation.



ALYSSA M. SCOTT
Notary Public, State of Ohio
My Commission Expires 08-19-2013

[Signature]
Notary Public
My commission expires 8-19-2013

The Andersons, Inc.
By: [Signature]
Name: Nicholas C. Conrad
Title: Vice President, Finance & Treasurer

State of Ohio, County of Lucas

On 12/31/09 before me personally appeared Nicholas C. Conrad, to me personally know, who being by my duly sworn says that he is Vice President, Finance and Treasurer of The Andersons, Inc. and that he executed the foregoing instrument on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the forgoing instrument was the free act and deed of said corporation.



[Signature]
Notary Public Judy A. Baldwin
My commission expires 02/01/2010

Schedule A Railcars

5700 cubic foot covered hopper cars with 268,000 gross weight on rail; pneumatic 5131 modified outlet gates; ten 20 inch hatches.

		<u>Car</u>	<u>Built</u>				<u>Car</u>	<u>Built</u>	
	<u>Mark</u>	<u>Number</u>	<u>Mo.</u>	<u>Year</u>		<u>Mark</u>	<u>Number</u>	<u>Mo.</u>	<u>Year</u>
1	WLPX	35001	1	82	40	WLPX	35041	5	80
2	WLPX	35004	12	81	41	WLPX	35044	12	79
3	WLPX	35007	1	84	42	WLPX	35048	12	79
4	WLPX	35010	7	84	43	WLPX	35051	1	80
5	WLPX	35013	9	84	44	WLPX	35054	5	80
6	WLPX	35016	6	84	45	WLPX	35057	11	79
7	WLPX	35019	8	84	46	WLPX	35060	11	79
8	WLPX	35022	8	84	47	WLPX	35063	11	79
9	WLPX	35025	9	84	48	WLPX	35065	11	79
10	WLPX	35028	3	78	49	WLPX	35069	10	79
11	WLPX	35031	8	80	50	WLPX	35072	1	80
12	WLPX	35034	2	79	51	WLPX	35075	3	81
13	WLPX	35037	5	79	52	WLPX	35078	3	81
14	WLPX	35040	1	80	53	WLPX	35003	3	81
15	WLPX	35043	9	80	54	WLPX	35006	12	81
16	WLPX	35047	12	79	55	WLPX	35009	8	84
17	WLPX	35050	1	80	56	WLPX	35012	8	84
18	WLPX	35053	5	80	57	WLPX	35015	4	84
19	WLPX	35056	11	79	58	WLPX	35018	6	84
20	WLPX	35059	11	79	59	WLPX	35021	8	84
21	WLPX	35062	11	79	60	WLPX	35024	8	84
22	WLPX	35066	11	79	61	WLPX	35027	7	77
23	WLPX	35068	11	79	62	WLPX	35030	1	80
24	WLPX	35071	11	79	63	WLPX	35033	8	80
25	WLPX	35074	3	81	64	WLPX	35036	4	79
26	WLPX	35077	3	81	65	WLPX	35039	2	80
27	WLPX	35002	1	82	66	WLPX	35042	5	80
28	WLPX	35005	1	82	67	WLPX	35046	12	79
29	WLPX	35008	7	84	68	WLPX	35049	1	80
30	WLPX	35011	7	84	69	WLPX	35052	5	80
31	WLPX	35014	3	84	70	WLPX	35055	5	80
32	WLPX	35017	6	84	71	WLPX	35058	11	79
33	WLPX	35020	8	84	72	WLPX	35061	11	79
34	WLPX	35023	8	84	73	WLPX	35064	11	79
35	WLPX	35026	9	84	74	WLPX	35067	11	79
36	WLPX	35029	3	78	75	WLPX	35070	11	79
37	WLPX	35032	8	80	76	WLPX	35073	1	80
38	WLPX	35035	4	79	77	WLPX	35076	3	81
39	WLPX	35038	1	80					